

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF AESTHETIC MEDICAL INTERNATIONAL HOLDINGS GROUP LIMITED**

(Adopted by the Board of Directors of Aesthetic Medical International Holdings Group Limited on \_\_\_\_\_, 2019)

**1. Purposes**

The Compensation Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Aesthetic Medical International Holdings Group Limited (the “**Company**”) and the purposes of the Committee are to carry out responsibilities of the Board relating to compensating the Company’s executive officers, making recommendations to the Board with respect to the compensation of non-employee members of the Board and overseeing the Company’s overall compensation structure, policies, programs and arrangements.

**2. Membership**

The Committee shall consist of three or more directors as determined from time to time by the Board on the recommendation of the Nominating and Corporate Governance Committee. Each member of the Committee shall be qualified to serve on the Committee pursuant to the rules of The Nasdaq Stock Market LLC (“**Applicable Listing Rules**”) and any additional requirements that the Board deems appropriate. The Board will appoint one member of the Committee to serve as the Chairperson of the Committee. Committee members may be removed at any time by the Board.

The Committee shall have the power and authority to delegate any of its duties or responsibilities herein to a subcommittee comprised of one or more members of the Committee, in accordance with the Company’s Memorandum and Articles of Association, this Charter and applicable laws and rules.

**3. Meetings**

- a) The Committee shall meet in accordance with the annual meeting schedule or at the call of the Chairperson or a majority of the members. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting.
- b) Procedures fixed by the Committee shall be subject to any applicable provision of the Company’s Memorandum and Articles of Association. Written minutes of each meeting shall be duly filed in the Company records, and reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting and shall be accompanied by any recommendations to the Board approved by the Committee.

- c) Each Committee member shall have one vote and actions at meetings are approved by a majority of the members present. The Chairperson, or the member designated as the acting chair of the meeting, could cast a tie breaking vote when the Committee has a deadlock.

#### **4. Key Responsibilities**

In performing its function, the Committee shall undertake those tasks and responsibilities that, in its judgment, would most effectively contribute to and implement the purposes of the Committee. In addition to the general tasks and responsibilities, the following duties and responsibilities are the specific functions of the Committee, to be performed as the Committee deems necessary or appropriate, along with such other responsibilities as the Board shall require from time to time:

- a) In consultation with management and the Board, define and periodically review the Company's overall compensation and benefit policies and programs that are designed to (i) attract, retain and appropriately reward key executives of the Company, (ii) link compensation with achievement of the Company's business objectives and (iii) align the interests of key executives with the goal of long-term shareholder value creation.
- b) Annually (or, in the case of bonus amounts, such other measurement period, as applicable) review and approve corporate goals and objectives relevant to the base salary, bonus amount and other compensation of the Chief Executive Officer ("CEO") and the Company's other officers.
- c) Evaluate the performance of each of the CEO and the Company's other officers in light of those goals and objectives, and determine and approve the compensation level, including base salary, bonus amount and other compensation, if any, of each such officer based on this evaluation and other relevant factors. Evaluation of the CEO's performance shall be made in consultation with the Nominating and Corporate Governance Committee. Each member of the Committee shall not be present during voting or deliberations on such member's compensation.
- d) Make recommendations to the Board with respect to incentive compensation plans and equity-based plans that require Board approval, including overseeing the development of new compensation plans and the revision of old plans.
- e) Administer the Company's equity-based plans, and serve as the committee of the Board authorized to approve restricted stock awards, stock option grants and other equity-based or incentive awards under these plans, including any performance criteria relating to these plans or any awards.
- f) Where required by the terms of the plans, review the Company's employee benefit plans and, if Board approval is required to amend any such plans, either recommend plan changes to the Board or amend such plans, subject to shareholder approval where required.

- g) Recommend to the Board retainer, other compensation, and attendance fees, including Board committee attendance fees, for independent directors.
- h) Periodically review and approve any compensation clawback policy or stock ownership guidelines of the Company, or any amendment thereto, that is applicable to the Company's executive officers.
- i) Periodically review the Company's compensation policies and practices in order to assess whether such policies and practices create risks that are reasonably likely to have a material adverse effect on the Company. In connection with such review, the Committee may, as it considers appropriate, consult with, or receive a report from, the Company's management concerning compensation practices and policies for the Company's non-executive officers.
- j) Evaluate annually the performance of the Committee and the adequacy of this Charter, and recommend to the Board any proposed changes to this Charter.
- k) Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate. The Committee may from time to time seek input from the Board on any of the foregoing matters as it may determine to be appropriate.

The foregoing does not limit any authority conferred on the Committee pursuant to the terms of any compensation or benefit plan or, to the extent the Committee is the administrator of any compensation or benefit plan, as the administrator of such plan in accordance with the terms of the plan.

## **5. Reliance; Investigations; Advisors**

- a) The Committee may, in its sole discretion after considering such independence factors as may be required by the Applicable Listing Rules or applicable SEC rules, retain or obtain the advice of a compensation consultant, legal counsel or other advisor as it determines necessary or appropriate to assist it in the full performance of its functions, including the sole authority to retain and terminate compensation consultants to assist in the evaluation of Director, CEO or other senior executive compensation. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee, including sole authority to approve the consultant's, legal counsel's or advisor's fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other advisor retained by the Committee.
- b) In carrying out its duties, the Committee may act in reliance on management, the independent accountants, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.

- c) The Committee has the authority to conduct any investigation it deems necessary or appropriate to fulfilling its duties.
- d) The Committee shall have unrestricted access to the independent accountants, the internal auditors, internal and outside counsel, and anyone else in the Company, and may request any officer or employee of the Company or the Company's outside counsel or independent accountants to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to the Committee.